



The Atchison, Topeka and Santa Fe Railway Company



1700 East Golf Road
Schaumburg, Illinois 60173-5860

18170-2

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INTERSTATE COMMERCE COMMISSION

PLEASE STAMP AND RETURN TO SANTA FE

September 23, 1993

3-265A012

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: The Atchison, Topeka and Santa Fe Railway Company
Partial Termination of Agreement Pertaining to
Interim User Agreement Dated March 1, 1993,
Filed with the Interstate Commerce Commission
on March 19, 1993 at 10:00 a.m., Recordation No. 18170

Dear Mr. Strickland:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Termination of Agreement, a secondary document, dated as of September 22, 1993. The primary document to which this document is connected is recorded under Recordation No. 18170.

The name and addresses of the parties to this document are:

Lessor:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

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Mr. Sidney L. Strickland, Jr.
September 23, 1993
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The equipment covered by the Partial Termination of Agreement consists of four (4) General Electric Diesel Locomotives, bearing Road Nos. 917, 919, 921 and 923.

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Partial Termination of Agreement, which I would like to have returned to me bearing the recordation information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the counterparts to Santa Fe.

Enclosed please find Check No. 3771, dated September 22, 1993 for the amount of \$16.00 for payment for the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Partial Termination of Agreement dated September 22, 1993, pertaining to Interim Use Agreement dated February 26, 1993, filed with the Interstate Commerce Commission on March 19, 1993, Recordation No. 18170, terminating the Interim User Agreement as to four (4) General Electric Diesel Locomotives, bearing Road Nos. 917, 919, 921 and 923.

If you have any questions or comments concerning this request, please contact Craig N. Smetko at 708-995-6819.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jeffrey R. Moreland", followed by a horizontal line and a small flourish.

Jeffrey R. Moreland
Vice President-Law and
General Counsel

JRM/CNS:lm
Enclosures

cc: Michael J. Baughman, Esq.

PARTIAL TERMINATION OF AGREEMENT

SEP 22 1993 4:00 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF AGREEMENT, made this 22nd day of September, 1993 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of February 26, 1993 (the "Agreement"); and
or "Lease"

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on March 19, 1993, at 10:00 a.m. and given Recordation Number 18170; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to the equipment described herein and to record such termination and cancellation with the ICC;


NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective September 24, 1993 with respect to the following equipment: Four General Electric Model Dash 8-40CW diesel electric locomotives bearing road numbers 917-923 (inclusive, odd numbers only) (hereinafter, collectively, the "Terminated Equipment").

2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

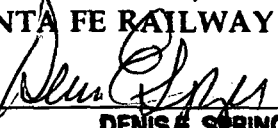
ATTEST:


Craig N. Smetko
Assistant Secretary

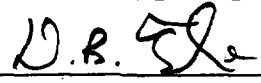
ATTEST:


M. J. Baughman, Attesting Secretary

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By: 
Title: DENIS E. SPRINGER
Senior Vice President And
Chief Financial Officer

GENERAL ELECTRIC COMPANY

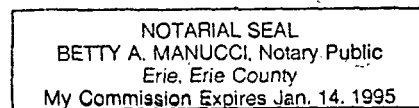
By: 
D. B. Tucker, General Manager
North American Locomotive
Marketing/Sales/Service Operation

Commonwealth of Pennsylvania }
County of Erie }

On this 9th day of September, 1993, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas' Locomotive Marketing/Sales/Service Operation of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Betty A. Manucci
Notary Public



State of ILLINOIS }
County of COOK }

On this 21 day of September, 1993, before me personally appeared DENIS E. SPRINGER to me personally known, who, being duly sworn, did say that he is SR V.P. & CFO of the Atchison, Topeka and Santa Fe Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Lois M. Melkovitz
Notary Public

